

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 22-10602 (JKS)
)
)
)
) Obj. Deadline: April 11, 2023 at 4:00 pm (ET)
)

**SUMMARY COVER SHEET TO THE AMENDED² SEVENTH MONTHLY FEE
APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant: FTI Consulting, Inc.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: September 15, 2022, effective as of July 26, 2022

Period for which compensation and reimbursement are sought: February 1, 2023, through February 28, 2023

Amount of compensation sought as actual, reasonable, and necessary: \$27,586.40 (80% of \$34,483.00)

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$0.00

This is an: X monthly interim final application.

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

² **Amended to provide updated amount of compensation.**

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Total Hours	Total Fees
Ganti, Narendra	Managing Director	\$985	2.0	\$1,970.00
Griffin, Allison	Managing Director	985	3.5	3,447.50
Davis, Jackilyn	Senior Director	975	12.1	11,797.50
McDonnell, Chad	Director	610	18.6	11,346.00
Downing, Thomas	Senior Consultant	695	0.6	417.00
Addicks, Michael	Consultant	475	2.5	1,187.50
Bader, Daniel	Consultant	475	2.7	1,282.50
Koller, Lydia	Consultant	350	2.0	700.00
Richards, Oleaq	Consultant	250	7.0	1,750.00
Hellmund-Mora, Marili	Manager	325	1.8	585.00
SUBTOTAL			52.8	\$34,483.00
Less: 50% discount for non-working travel time				0.00
Less: Voluntary Reduction				0.00
GRAND TOTAL			52.8	\$34,483.00

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.6	\$417.00
2	Cash & Liquidity Analysis	0.5	492.50
19	Case Management	0.5	492.50
24	Preparation of Fee Application	4.3	1,772.50
26	Tech Services and Imaging	46.9	31,308.50
SUBTOTAL		52.8	\$34,483.00
Less: 50% discount for non-working travel time			0.00
GRAND TOTAL		52.8	\$34,483.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 21-10602 (JKS)
)
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) **Obj. Deadline: April 11, 2023 at 4:00 pm (ET)**
)

**AMENDED² SEVENTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) [D.I. 114], the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Seventh Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period February 1, 2023 to February 28, 2023* (the “Application Period”).

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

² **Amended to provide updated amount of compensation.**

BACKGROUND

1. On July 5, 2022 (the “Petition Date”), the Debtor commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On July 18, 2022, the U.S. Trustee appointed an Official Committee of Unsecured Creditors [D.I. 63]. At the formation meeting the Committee selected Pachulski Stang Ziehl and Jones LLP as its counsel. On July 27, 2022, the Committee selected FTI as its financial advisor. The Committee consists of the following six members:

- a) The Scotts Company, LLC;
- b) Animal Health International, Inc.;
- c) Wildlife Sciences, LLC;
- d) Capital Forrest Products;
- e) Hub Group, Inc.; and
- f) American Wood Fibers, Inc.

3. On September 9, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

RELIEF REQUESTED

4. FTI submits this Fee Application pursuant to the Bankruptcy Rules, the Administrative Order, and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$27,586.40 for the Application Period (80% of \$34,483.00 total fees), and \$0.00 of actual and necessary expenses incurred, for a total compensation of \$27,586.40 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such

expenses may not have been captured in FTI's billing system as of the date of filing this Fee Application.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 86.5 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by (i) each professional and paraprofessional, (ii) a summary of the time incurred by task, (iii) detailed time entries during the Application Period, (iv) summary of the expenses incurred by task, and (v) detailed expense entries are attached hereto as **Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E**, respectively. The following paragraphs describe the primary services rendered by FTI during the Application Period.

Code 1 – Current Operating Results & Events (0.6 hours)

1. During the Application Period, FTI reviewed the Debtor's financial information, including P&L, balance sheet, and other data. As part of this review, FTI analyzed the Debtor's November Monthly Operating Report ("MOR"). This was necessary to better understand the Debtor's current financial situation, as well as their historical profitability and asset composition.

Code 2 – Cash and Liquidity Analysis (0.5 hours)

2. During the Application Period, FTI monitored the Debtor's liquidity position and performed diligence on the Debtor's 13-week cash flow forecasts and weekly budget to actual variances. As part of this diligence, FTI corresponded with Debtor's advisors in order to understand the underlying drivers of the budget, key budget assumptions, and explanations for significant weekly budget-to-actual variances. FTI prepared and distributed weekly reports to the

Committee summarizing and analyzing the details of the 13-week cash flow forecasts, which are refreshed every week, as well as actual results compared to budget in order to keep the Committee informed of the Debtor's current and projected liquidity position

Code 19 – Case Management (0.5 hours)

3. During the Statement Period, FTI professionals discussed the case and the plan going forward.

Code 24 – Preparation of Fee Application (4.3 Hours)

4. During the Application period FTI prepared the First Interim Fee Application.

Code 26 – Tech Services and Imaging (46.9 Hours)

5. During the Application period FTI analyzed documents and report related to the debtor's technology and analyzed data from the various enterprise systems.

CONCLUSION

WHEREFORE, FTI respectfully requests an interim allowance of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$27,586.40 (80% of \$34,483.00 total fees), and \$0.00 for actual and necessary expenses incurred, for a total compensation of \$27,586.40 pursuant to the Administrative Order, and such other and further relief that the Court deems just and proper.

Dated: March 30, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker
Cliff Zucker
1166 Ave of the Americas, 15th Floor
New York, NY 10036
Telephone: 212-841-9355
E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official Committee of
Unsecured Creditors of
Agway Farm & Home Supply, LLC.

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: March 30, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker
Cliff Zucker
1166 Ave of the Americas, 15th Floor
New York, NY 10036
Telephone: 212-841-9355
E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official Committee of
Unsecured Creditors of Agway Farm & Home
Supply, LLC

EXHIBIT A
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD FEBRUARY 1, 2023 TO FEBRUARY 28, 2023

Professional	Position	Billing Rate	Total Hours	Total Fees
Ganti, Narendra	Managing Director	\$985	2.0	\$1,970.00
Griffin, Allison	Managing Director	985	3.5	3,447.50
Davis, Jackilyn	Senior Director	975	12.1	11,797.50
McDonnell, Chad	Director	610	18.6	11,346.00
Downing, Thomas	Senior Consultant	695	0.6	417.00
Addicks, Michael	Consultant	475	2.5	1,187.50
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Hellmund-Mora, Marili	Manager	325	1.8	585.00
SUBTOTAL			52.8	\$34,483.00
Less: 50% discount for non-working travel time				0.00
Less: Voluntary Reduction				0.00
GRAND TOTAL			52.8	\$34,483.00

EXHIBIT B
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY TASK
FOR THE PERIOD FEBRUARY 1, 2023 TO FEBRUARY 28, 2023

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.6	\$417.00
2	Cash & Liquidity Analysis	0.5	492.50
19	Case Management	0.5	492.50
24	Preparation of Fee Application	4.3	1,772.50
26	Tech Services and Imaging	46.9	31,308.50
SUBTOTAL		52.8	\$34,483.00
Less: 50% discount for non-working travel time			0.00
GRAND TOTAL		52.8	\$34,483.00

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 1, 2023 TO FEBRUARY 28, 2023

Task Category	Date	Professional	Hours	Activity
1	2/15/2023	Downing, Thomas	0.6	Review questions for client's former finance VP based on Accounts Payable reports and documents.
2	2/16/2023	Ganti, Narendra	0.5	Call with C. Klaus, ABC Services, and B. Harwood, Agway, to discuss insurance renewals
19	2/28/2023	Ganti, Narendra	0.5	Call with C. Klaus, ABC Services, to discuss case issues
24	2/14/2023	Addicks, Michael	1.6	Prepare the First Interim Fee Application.
24	2/14/2023	Hellmund-Mora, Marili	1.8	Prepare the first interim fee application July - September.
24	2/15/2023	Addicks, Michael	0.9	Update the First Interim Fee Application.
26	2/28/2023	McDonnell, Chad	2.0	Coordinate with team to begin acquisitions of received hard drive data; discussions and coordination with client via email and phone
26	2/8/2023	Davis, Jackilyn	0.1	Follow-up correspondence.
26	2/9/2023	McDonnell, Chad	2.5	Continue to locate Bitlocker recovery keys in Azure AD to unlock forensic images;
26	2/10/2023	McDonnell, Chad	2.3	Discussion with B. Harwood, Agway, and C. Klaus, ABC Services, regarding user access to M365 accounts; Investigate methods to bulk update user permissions via powershell script.
26	2/13/2023	Davis, Jackilyn	1.4	Analyze questions for meeting with former financial officer; correspondence regarding meeting.
26	2/13/2023	Ganti, Narendra	1.0	Review correspondence re: data preservation
26	2/13/2023	McDonnell, Chad	2.7	Prepare updated active-user report; provide report to Chuck and Brent
26	2/13/2023	McDonnell, Chad	2.3	Remove sign-in access from 251 users.
26	2/14/2023	Davis, Jackilyn	1.1	Evaluate financial statements in prep for meeting with former financial officer.
26	2/14/2023	McDonnell, Chad	1.2	Create administrator account for Rob Mason per C. Klaus request.
26	2/15/2023	Bader, Daniel	0.5	Attend Agway sync before client call with B. Harwood, Agway, to discuss meeting agenda and what we will cover.
26	2/15/2023	Bader, Daniel	1.0	Attend Agway client call with Brent re: responses to our questions and other key points he made about the state of Agway's financial reports.
26	2/15/2023	Davis, Jackilyn	3.1	Evaluate financial statements in prep for meeting with former financial officer; meeting with financial officer.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD FEBRUARY 1, 2023 TO FEBRUARY 28, 2023

Task Category	Date	Professional	Hours	Activity
26	2/15/2023	Griffin, Allison	2.6	Analysis of AP register and general ledger data
26	2/16/2023	Davis, Jackilyn	1.0	Analyze and assess notes on next steps regarding AP register and general ledger data.
26	2/16/2023	McDonnell, Chad	3.9	Extract, unzip, and provide OneDrive file inventories for requested custodians
26	2/17/2023	Davis, Jackilyn	1.4	Analyze and assess notes on next steps for financial data analysis.
26	2/17/2023	Griffin, Allison	0.4	Review of additional data reports provided by B. Harwood; Confer with J. Davis on follow-up items
26	2/17/2023	McDonnell, Chad	1.7	Create Inventory and package 27 devices and hard drives for return to Agway.
26	2/20/2023	Davis, Jackilyn	0.8	Analyze next steps for Agway tech analysis.
26	2/21/2023	Bader, Daniel	0.7	Compare A/P Aging report from NetSuite to the one Brent sent over and created summary of major differences.
26	2/21/2023	Davis, Jackilyn	0.5	Status update meeting with FTI team to discuss project plan going forward.
26	2/21/2023	Griffin, Allison	0.5	Review of comparison analysis of reports provided by B. Harwood to reports exported directly from Net-suite
26	2/22/2023	Bader, Daniel	0.5	Investigated and took notes on differences between Brent 2022 A/P Aging Report and one pulled from NetSuite.
26	2/22/2023	Davis, Jackilyn	0.8	Assess Agway consolidated report values.
26	2/23/2023	Davis, Jackilyn	0.5	First pass at Azure database.
26	2/24/2023	Davis, Jackilyn	1.0	First pass at Azure database.
26	2/28/2023	Davis, Jackilyn	0.4	Follow-up on database warehouse; correspondence regarding next steps.
26	2/28/2023	Koller, Lydia	2.0	Data management/Documentation and Imaging
26	2/28/2023	Richards, Oleaq	3.2	Imaging and inventory of Hard-drives.
26	2/28/2023	Richards, Oleaq	3.8	Troubleshooting hard drives.